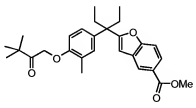


**Amendments To The Claims**

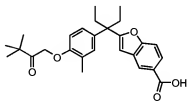
1-6. (canceled)

7. (currently amended) ~~The compound selected from the following represented by formulae (C1) to (C11) and (C13)-(C20)(C1) to (C39)~~ or a pharmaceutically acceptable salt or prodrug derivative thereof:

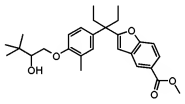
C1)



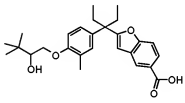
C2)



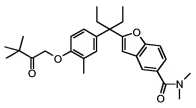
C3)



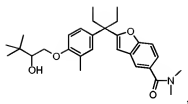
C4)



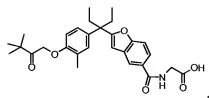
C5)



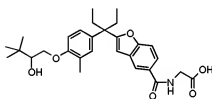
C6)



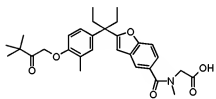
C7)



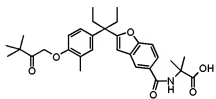
C8)



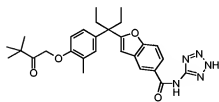
C9)



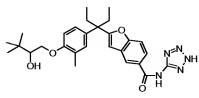
C10)



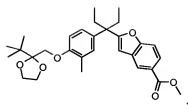
C11)



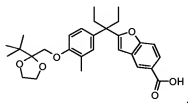
C13)



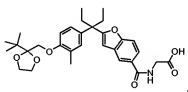
C14)



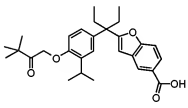
C-15)



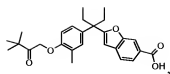
C16)



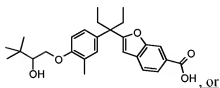
C17)



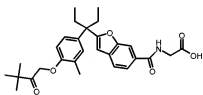
C18)



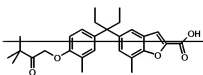
C19)



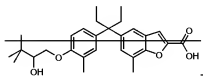
C20)



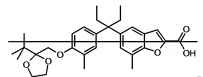
— C21)



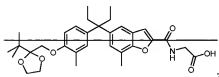
— C22)



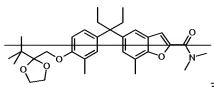
— C23



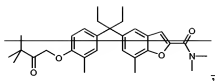
— C24



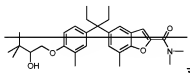
— C25)



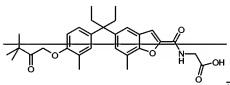
—C26)



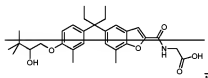
—C27)



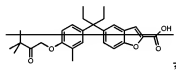
—C28)



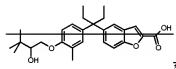
—C29)



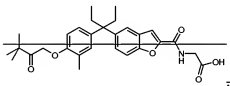
—C30)



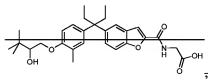
—C31)



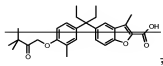
—C32)



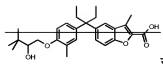
—C33)



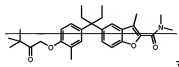
—C34)



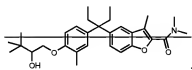
— C35)



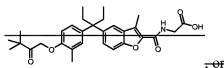
— C36)



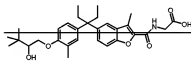
— C37)



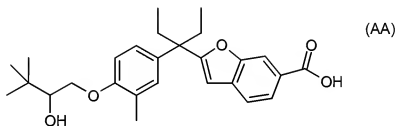
— C38)



— C39)

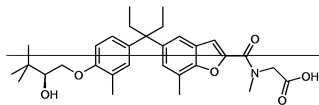
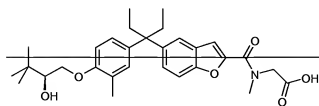
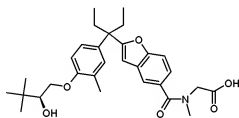
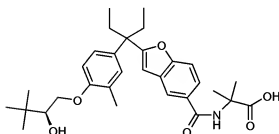
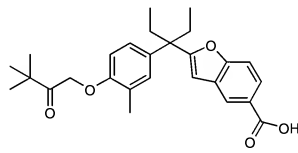
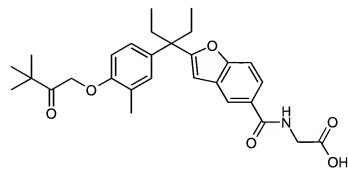


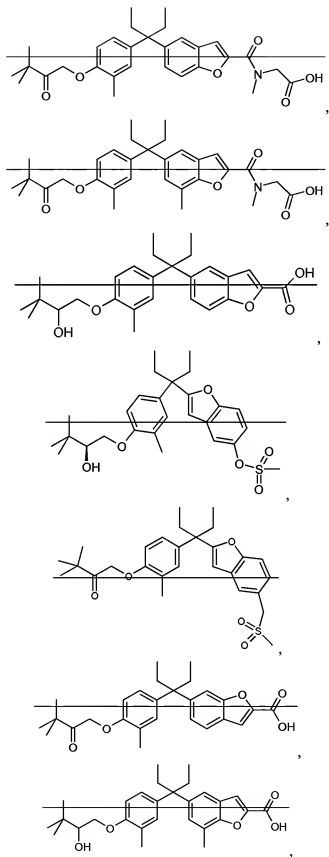
8. (currently amended) ~~A~~The compound represented by the structural formula AA

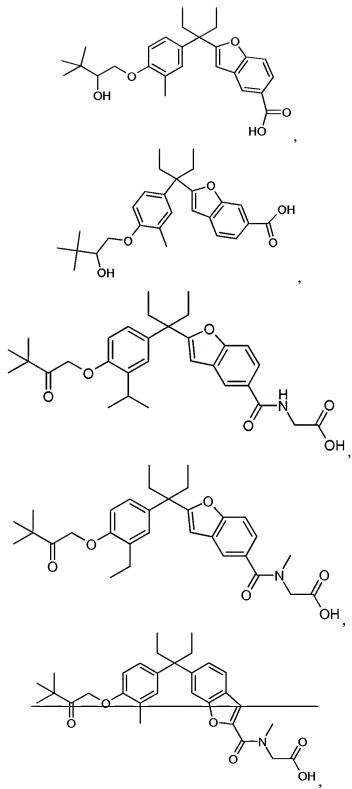


or a pharmaceutically acceptable salt or prodrug thereof.

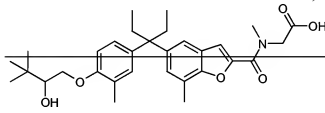
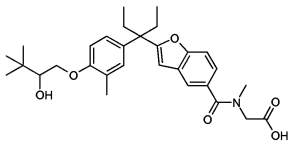
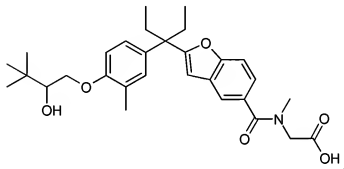
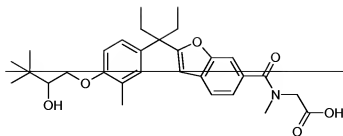
9. (currently amended) A compound selected from the group consisting of:











or a pharmaceutically acceptable salt or prodrug derivative thereof.

10. (canceled)

11. (currently amended) ~~The prodrug~~ An ester derivative of the compound of claim 36+ wherein the prodrug is selected from a methyl ester; ethyl ester; N,N-diethylglycolamido ester; or morpholinylethyl ester.

12. (currently amended) The salt derivative of the compound of claim 36+ wherein the salt is sodium or potassium.

13. (currently amended) A pharmaceutical formulation comprising the compound of claim 36+ either with a pharmaceutically acceptable carrier or diluent.

14. (withdrawn, currently amended) A formulation for treating osteoporosis comprising:

Ingredient (A1): the vitamin D receptor modulator of claim 36+ or;

Ingredient (B1):

one or more co-agents selected from the group consisting of:

- a. estrogens,
- b. androgens,
- c. calcium supplements,
- d. vitamin D metabolites,
- e. thiazide diuretics,
- f. calcitonin,
- g. bisphosphonates,
- h. SERMS, and
- i. fluorides; and

Ingredient (C1): optionally, a carrier or diluent.

15. (withdrawn) The formulation of claim 14 wherein the weight ratio of (A1) to (B1) is from 10:1 to 1:1000.

16. (withdrawn, currently amended) A formulation for treating psoriasis comprising:

Ingredient (A2): the vitamin D receptor modulator of claim 36+;

Ingredient (B2):

one or more co-agents that are conventional for treatment psoriasis selected from the group consisting of:

- a. topical glucocorticoids ,
- b. salicylic acid,
- c. crude coal tar; and

Ingredient (C2): optionally, a carrier or diluent.

17. (withdrawn) The formulation of claim 16 wherein the weight ratio of (A2) to (B2) is from 1:10 to 1:100000.

18. (withdrawn, currently amended) A method of treating a mammal to prevent or alleviate the pathological effects of ~~Acne, Actinic keratosis, Alopecia, Alzheimer's disease, Bone maintenance in zero gravity, Bone fracture healing, Breast cancer, Chemoprevention of Cancer, Crohn's disease, Colon cancer, Type I diabetes, Host-graft rejection, Hypercalcemia, Type II diabetes, Leukemia, Multiple sclerosis, Myelodysplastic syndrome, Insufficient sebum secretion, Osteomalacia, Osteoporosis, Insufficient dermal firmness, Insufficient dermal hydration, Psoriatic arthritis, Prostate cancer, Psoriasis, Renal osteodystrophy, Rheumatoid arthritis, Scleroderma, Skin cancer, Systemic lupus erythematosus, Skin cell damage from, Mustard vesicants, Ulcerative colitis, Vitiligo, or Wrinkles or Seborrheic dermatitis~~; wherein the method comprises administering a pharmaceutically effective amount of at least one compound according to claim ~~36~~.

19. (withdrawn) The method of claim 18 for the treatment of psoriasis.

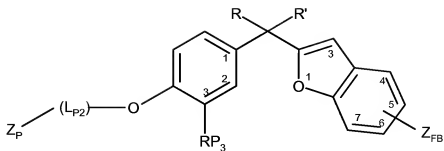
20. (withdrawn) The method of claim 18 for the treatment of osteoporosis.

21-22. (canceled)

23. (withdrawn, currently amended) A method of treating or preventing disease states mediated by the Vitamin D receptor, wherein a mammal in need thereof is administered a pharmaceutically effective amount of the compound according to claim ~~36~~.

24-35. (canceled)

36. (new) A compound represented by a formula below:

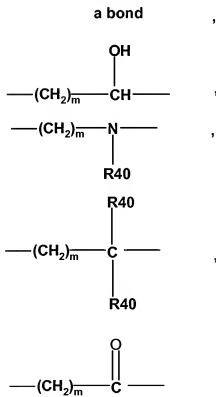


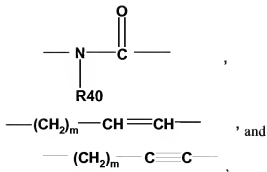
wherein

R and R' are independently C<sub>1</sub>-C<sub>5</sub> alkyl, C<sub>1</sub>-C<sub>5</sub> fluoroalkyl, or together R and R' form a substituted or unsubstituted, saturated or unsaturated carbocyclic ring having from 3 to 8 carbon atoms;

RP<sub>3</sub> is selected from hydrogen, halo, C<sub>1</sub>-C<sub>5</sub> alkyl, C<sub>1</sub>-C<sub>5</sub> fluoroalkyl, -O-C<sub>1</sub>-C<sub>5</sub> alkyl, -S-C<sub>1</sub>-C<sub>5</sub> alkyl, -O-C<sub>1</sub>-C<sub>5</sub> fluoroalkyl, -CN, -NO<sub>2</sub>, acetyl, -S-C<sub>1</sub>-C<sub>5</sub> fluoroalkyl, C<sub>2</sub>-C<sub>5</sub> alkenyl, C<sub>3</sub>-C<sub>5</sub> cycloalkyl, or C<sub>3</sub>-C<sub>5</sub> cycloalkenyl;

(L<sub>P2</sub>) is a divalent linking group independently selected from:





where m is 0, 1, or 2, and each R40 is independently hydrogen, C<sub>1</sub>-C<sub>5</sub> alkyl, or C<sub>1</sub>-C<sub>5</sub> fluoroalkyl;

Z<sub>p</sub> is

branched C<sub>3</sub>-C<sub>5</sub> alkyl,  
 1-hydroxycyclopentenyl,  
 1-hydroxycyclohexenyl,  
 1-hydroxycycloheptenyl,  
 1-hydroxycyclooctenyl,  
 1-hydroxycyclopropyl,  
 1-hydroxycyclobutyl,  
 1-hydroxycyclopentyl,  
 1-hydroxycyclohexyl,  
 2-oxocyclohexyloxy  
 2-oxocyclohexylmethyl  
 3-methyl-2-oxocyclohexyloxy  
 3-methyl-2-oxocyclohexylmethyl  
 3,3-dimethyl-2-oxocyclohexyloxy  
 3,3-dimethyl-2-oxocyclohexylmethyl  
 2-hydroxycyclohexyloxy  
 2-hydroxycyclohexylmethyl  
 3-methyl-2-hydroxycyclohexyloxy  
 3-methyl-2-hydroxycyclohexylmethyl  
 3,3-dimethyl-2-hydroxycyclohexyloxy  
 3,3-dimethyl-2-hydroxycyclohexylmethyl  
 1-hydroxycycloheptyl, or  
 1-hydroxycyclooctyl;

Z<sub>FB</sub> is attached to the 5 or 6 position on the benzofuranyl ring and selected from:

-CO<sub>2</sub>H  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl),  
-CO<sub>2</sub>(C<sub>2</sub>-C<sub>5</sub> alkenyl),  
-CO<sub>2</sub>(C<sub>3</sub>-C<sub>5</sub> cycloalkyl),  
-CO<sub>2</sub>(C<sub>3</sub>-C<sub>5</sub> cycloalkenyl),  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> hydroxyalkyl),  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> fluoroalkyl),  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-phenyl,  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-(O)-(C<sub>1</sub>-C<sub>5</sub> alkyl),  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-NH<sub>2</sub>,  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-NH-(C<sub>1</sub>-C<sub>5</sub> alkyl)<sub>2</sub>,  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-C(O)-NH<sub>2</sub>,  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-C(O)-NH-(C<sub>1</sub>-C<sub>5</sub> alkyl),  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-C(O)-N-(C<sub>1</sub>-C<sub>5</sub> alkyl)<sub>2</sub>,  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-C(O)-OH,  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-C(O)-NH-5-tetrazolyl,  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-C(O)-(C<sub>1</sub>-C<sub>5</sub> alkyl),  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-C(O)-(O-C<sub>1</sub>-C<sub>5</sub> alkyl),  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-NH<sub>2</sub>,  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-NH-(C<sub>1</sub>-C<sub>5</sub> alkyl),  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-N-(C<sub>1</sub>-C<sub>5</sub> alkyl)<sub>2</sub>,  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-NH-SO<sub>2</sub>-(C<sub>1</sub>-C<sub>5</sub> alkyl),  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-N-pyrrolidin-2-one,  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-N-pyrrolidine,  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-(1-methylpyrrolidin-2-one-3-yl),  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-SO<sub>2</sub>-(C<sub>1</sub>-C<sub>5</sub> alkyl),  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-SO<sub>2</sub>-NH<sub>2</sub>,  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-SO<sub>2</sub>-NH-(C<sub>1</sub>-C<sub>5</sub> alkyl),  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-SO<sub>2</sub>-N-(C<sub>1</sub>-C<sub>5</sub> alkyl)<sub>2</sub>,

-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-SO<sub>2</sub>-(C<sub>1</sub>-C<sub>5</sub> alkyl),  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-S(O)-(C<sub>1</sub>-C<sub>5</sub> alkyl),  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-S(O)-NH<sub>2</sub>,  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-S(O)-NH-(C<sub>1</sub>-C<sub>5</sub> alkyl),  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-S(O)-N-(C<sub>1</sub>-C<sub>5</sub> alkyl)<sub>2</sub>,  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-S(O)-(C<sub>1</sub>-C<sub>5</sub> alkyl),  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-P(O)-(O-C<sub>1</sub>-C<sub>5</sub> alkyl)<sub>2</sub>,  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl)-5-tetrazolyl,  
-CO<sub>2</sub>CH<sub>2</sub>-CO<sub>2</sub>H,  
-CO<sub>2</sub>CH<sub>2</sub>-5-tetrazolyl,  
-CO<sub>2</sub>(C<sub>1</sub>-C<sub>5</sub> alkyl),  
-CO<sub>2</sub>C(O)-NH<sub>2</sub>,  
-CO<sub>2</sub>C(O)-N-(CH<sub>3</sub>)<sub>2</sub>,  
-CO<sub>2</sub>C(S)-N-(CH<sub>3</sub>)<sub>2</sub>,  
-CO<sub>2</sub>C(O)-O-(C<sub>1</sub>-C<sub>5</sub> alkyl),  
-CO<sub>2</sub>(5-tetrazolyl),  
-CO<sub>2</sub>SO<sub>2</sub>-(C<sub>1</sub>-C<sub>5</sub> alkyl),  
-CO<sub>2</sub>SO<sub>2</sub>-NH<sub>2</sub>,  
-CO<sub>2</sub>SO<sub>2</sub>-NH-(C<sub>1</sub>-C<sub>5</sub> alkyl),  
-CO<sub>2</sub>SO<sub>2</sub>-N-(C<sub>1</sub>-C<sub>5</sub> alkyl)<sub>2</sub>,  
-CO<sub>2</sub>S(O)-(C<sub>1</sub>-C<sub>5</sub> alkyl),  
-CO<sub>2</sub>S(O)-NH<sub>2</sub>,  
-CO<sub>2</sub>S(O)-NH-(C<sub>1</sub>-C<sub>5</sub> alkyl),  
-CO<sub>2</sub>S(O)-N-(C<sub>1</sub>-C<sub>5</sub> alkyl)<sub>2</sub>,  
-C(O)NH-CH<sub>2</sub>-C(O)OH,  
-C(O)NH-CH<sub>2</sub>-C(O)OMe,  
-C(O)NH-CH<sub>2</sub>-C(O)OEt,  
-C(O)NH-CH<sub>2</sub>-C(O)OiPr,  
-C(O)NH-CH<sub>2</sub>-C(O)OtBu,  
-C(O)NH-CH(Me)-C(O)OH,

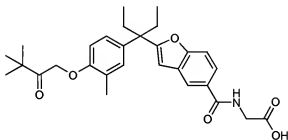
-C(O)NH-CH(Me)-C(O)OMe,  
-C(O)NH-CH(Me)-C(O)OEt,  
-C(O)NH-CH(Me)-C(O)iPr,  
-C(O)NH-CH(Me)-C(O)tBu,  
-C(O)NH-CH(Et)-C(O)OH,  
-C(O)NH-C(Me)<sub>2</sub>-C(O)OH,  
-C(O)NH-C(Me)<sub>2</sub>-C(O)OMe,  
-C(O)NH-C(Me)<sub>2</sub>-C(O)OEt,  
-C(O)NH-C(Me)<sub>2</sub>-C(O)iPr,  
-C(O)NH-C(Me)<sub>2</sub>-C(O)tBu,  
-C(O)NH-CMe(Et)-C(O)OH,  
-C(O)NH-CH(F)-C(O)OH,  
-C(O)NH-CH(CF<sub>3</sub>)-C(O)OH,  
-C(O)NH-CH(OH)-C(O)OH,  
-C(O)NH-CH(cyclopropyl)-C(O)OH,  
-C(O)NH-C(Me)<sub>2</sub>-C(O)OH,  
-C(O)NH-C(Me)<sub>2</sub>-C(O)OH,  
-C(O)NH-CF(Me)-C(O)OH,  
-C(O)NH-C(Me)(CF<sub>3</sub>)-C(O)OH,  
-C(O)NH-C(Me)(OH)-C(O)OH,  
-C(O)NH-C(Me)(cyclopropyl)CO<sub>2</sub>H  
-C(O)NMe-CH<sub>2</sub>-C(O)OH,  
-C(O)NMe-CH<sub>2</sub>-C(O)OMe,  
-C(O)NMe-CH<sub>2</sub>-C(O)OEt,  
-C(O)NMe-CH<sub>2</sub>-C(O)iPr,  
-C(O)NMe-CH<sub>2</sub>-C(O)tBu,  
-C(O)NMe-CH<sub>2</sub>-C(O)OH,  
-C(O)NMe-CH(Me)-C(O)OH,  
-C(O)NMe-CH(F)-C(O)OH,  
-C(O)NMe-CH(CF<sub>3</sub>)-C(O)OH,  
-C(O)NMe-CH(OH)-C(O)OH,  
-C(O)NMe-CH(cyclopropyl)-C(O)OH,  
-C(O)NMe-C(Me)<sub>2</sub>-C(O)OH,

-C(O)NMe-CF(Me)-C(O)OH,  
-C(O)NMe-C(Me)(CF<sub>3</sub>)-C(O)OH,  
-C(O)NMe-C(Me)(OH)-C(O)OH,  
-C(O)NMe-C(Me)(cyclopropyl)-C(O)OH,  
-C(O)NHS(O)Me,  
-C(O)NHSO<sub>2</sub>Me,  
-C(O)-NH-5-tetrazolyl,  
-C(O)NHS(O)Me,  
-C(O)NHS(O)Et,  
-C(O)NHSO<sub>2</sub>Me,  
-C(O)NHSO<sub>2</sub>Et,  
-C(O)NHS(O) iPr,  
-C(O)NHSO<sub>2</sub> iPr,  
-C(O)NHS(O) tBu,  
-C(O)NHSO<sub>2</sub> tBu,  
-C(O)NHCH<sub>2</sub>S(O)Me,  
-C(O)NHCH<sub>2</sub>S(O)Et,  
-C(O)NHCH<sub>2</sub>SO<sub>2</sub>Me,  
-C(O)NHCH<sub>2</sub>SO<sub>2</sub>Et,  
-C(O)NHCH<sub>2</sub>CH<sub>2</sub>S(O)Me,  
-C(O)NHCH<sub>2</sub>CH<sub>2</sub>S(O)Et,  
-C(O)NHCH<sub>2</sub>CH<sub>2</sub>SO<sub>2</sub>Me,  
-C(O)NHCH<sub>2</sub>CH<sub>2</sub>SO<sub>2</sub>Et,  
-C(O)N(Me)S(O)Me,  
-C(O)N(Me)SO<sub>2</sub>Me,  
-C(O)-N(Me)-5-tetrazolyl,  
-C(O)N(Me)S(O)Me,  
-C(O)N(Me)S(O)Et,  
-C(O)N(Me)SO<sub>2</sub>Me,  
-C(O)N(Me)SO<sub>2</sub>Et,  
-C(O)N(Me)S(O) iPr,

$\text{-C(O)N(Me)SO}_2\text{iPr,}$   
 $\text{-C(O)N(Me)S(O)tBu,}$   
 $\text{-C(O)N(Me)SO}_2\text{tBu,}$   
 $\text{-C(O)N(Me)CH}_2\text{S(O)Me,}$   
 $\text{-C(O)N(Me)CH}_2\text{S(O)Et,}$   
 $\text{-C(O)N(Me)CH}_2\text{SO}_2\text{Me,}$   
 $\text{-C(O)N(Me)CH}_2\text{SO}_2\text{Et,}$   
 $\text{-C(O)N(Me)CH}_2\text{CH}_2\text{S(O)Me,}$   
 $\text{-C(O)N(Me)CH}_2\text{CH}_2\text{S(O)Et,}$   
 $\text{-C(O)N(Me)CH}_2\text{CH}_2\text{SO}_2\text{Me, and}$   
 $\text{-C(O)N(Me)CH}_2\text{CH}_2\text{SO}_2\text{Et;}$

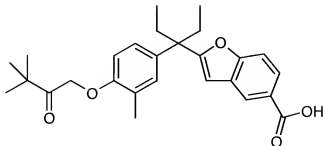
and a pharmaceutically acceptable salt or prodrug thereof.

37. (new) A compound represented by a formula:



and pharmaceutically acceptable salts thereof.

38. (new) A compound represented by a formula:



and pharmaceutically acceptable salts thereof.

39. (new) A method of treating a mammal or alleviating the pathological effects of psoriasis, scleroderma, seborrheic dermatitis or skin cancer or, a mammal in need thereof comprising administered a pharmaceutically effective amount of a compound of Claim 37, or a pharmaceutically acceptable salt thereof.